

**GIBBONS P.C.**

One Gateway Center  
Newark, New Jersey 07102-5310  
Telephone: (973) 596-4523  
Facsimile: (973) 639-6244  
E-mail: dcrapo@gibbonslaw.com  
David N. Crapo, Esq.  
*Attorneys for The McGraw-Hill Companies, Inc.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re	Chapter 11
GENERAL MOTORS CORP., <i>et al.</i> ,	Case No. 09-50026 (REG)
Debtors and Debtors-in-Possession.	(Jointly Administered)

**WITHDRAWAL OF PROTECTIVE OBJECTION OF THE MCGRAW-HILL  
COMPANIES, INC., TO NOTICE OF (I) DEBTORS' INTENT TO ASSUME  
AND ASSIGN CERTAIN EXECUTORY CONTRACTS AND  
(II) CURE COSTS RELATED THERETO**

Pursuant to and subject to (i) the Court's July 5, 2009 Order (I) Authorizing Sale of Assets Pursuant to Amended and Restated Master Sale and Purchase Agreement with NGMCO, Inc., a U.S. Treasury-Sponsored Purchaser; (II) Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with the Sale; and (III) Granting Related Relief [Docket No. 2968]; and the Stipulation and Agreed Order with Respect to the Withdrawal of Cure Objections Filed in Connection with Debtors' Assumption and Assignment of Certain Executory Contracts [Docket No. 3312] between and among General Motors Corporation and The McGraw-Hill Companies, Inc. which was filed in this case on July 22, 2009, The McGraw-Hill Companies, Inc., by and through its undersigned counsel, hereby withdraws its Protective Objection to the Notice of (I) Debtors' Intent to Assume Certain

Executory Contracts and (II) Cure Costs Related Thereto [Docket No. 788], which was filed in  
this case on June 12, 2009.

Dated: July 29, 2009  
Newark, New Jersey

**GIBBONS P.C.**

By: /s/ David N. Crapo  
David N. Crapo  
One Gateway Center  
Newark, New Jersey 07102  
Telephone: (973) 596-4523  
Facsimile: (973) 639-6244  
*Attorneys for The McGraw-Hill Companies, Inc.*